

WC 07-117

ALSTON & BIRD LLP

Bank of America Plaza
101 South Tryon Street, Suite 4000
Charlotte, NC 28280-4000

704-444-1000
Fax: 704-444-1111
www.alston.com

FCC/MELLON

MAY 30 2007

H. Bryan Ives III

Direct Dial: 704-444-1002

E-mail: bryan.ives@alston.com

May 23, 2007

VIA OVERNIGHT

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Application of National Grid USA, Transferor, and WGN Acquisition LCC, Transferee, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules for a transfer of control of National Grid Wireless Holdings, Inc., parent company of National Grid Communications, Inc.

Dear Ms. Dortch:

On behalf of National Grid USA, National Grid Wireless Holdings, Inc., and WGN Acquisition LLC, enclosed are an original and six (6) copies of an Application for transfer of control of National Grid Wireless Holdings, Inc. Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00, in satisfaction of the filing requirements for this Application under line 2.b. of Section 1.1105 of the Commission's rules.

An additional copy of this Application is also enclosed, to be date-stamped and returned in the envelope provided. If there are any questions regarding this filing, please contact the undersigned.

Respectfully Submitted,

H. Bryan Ives III/mur
H. Bryan Ives III

Enclosures

cc via email: (with enclosures)

Tracey Wilson-Parker (WCB) – traceywilson-parker@fcc.gov

Jodie May (WCB) – Jodie.may@fcc.gov

One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309-3424
404-881-7000
Fax: 404-881-7777

90 Park Avenue
New York, NY 10016
212-210-9400
Fax: 212-210-9444

3201 Beechleaf Court, Suite 600
Raleigh, NC 27604-1062
919-862-2200
Fax: 919-862-2260

The Atlantic Building
950 F Street, NW
Washington, DC 20004-1404
202-756-3300
Fax: 202-756-3333

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCK BOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Alston & Bird LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 965.00	
(4) STREET ADDRESS LINE NO. 1 101 South Tyron Street, Suite 4000			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Charlotte		(7) STATE NC	(8) ZIP CODE 28280-4000
(9) DAYTIME TELEPHONE NUMBER (include area code) (704) 444-1000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0007-178-312			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME National Grid USA			
(14) STREET ADDRESS LINE NO. 1 25 Research Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Westborough		(17) STATE MA	(18) ZIP CODE 01582
(19) DAYTIME TELEPHONE NUMBER (include area code) (508) 389-2174		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016-0418-57			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>H. Bryan Ives III</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>H. Bryan Ives</u>		DATE <u>May 24, 2007</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME WGN Acquisition LLC		
(14) STREET ADDRESS LINE NO. 1 c/o Wachovia Capital Partners		
(15) STREET ADDRESS LINE NO. 2 301 South College Street, 12th Floor		
(16) CITY Charlotte	(17) STATE NC	(18) ZIP CODE 28288-0732
(19) DAYTIME TELEPHONE NUMBER (include area code) (704) 383-4991		(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0016560468

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1		(29F) FCC CODE 2

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

FEBRUARY 2003 (REVISED)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of National)	
Grid USA,)	
Transferor,)	
)	
and)	WC Docket No. _____
)	
WGN Acquisition LLC,)	
Transferee,)	
)	
For Grant of Authority Pursuant to Section)	
214 of the Communications Act of 1934, as)	
amended, and Section 63.04 of the)	
Commission's Rules for a transfer of)	
control of National Grid Wireless)	
Holdings, Inc., parent company of National)	
Grid Communications, Inc.)	
_____)	

APPLICATION

National Grid USA (the "Transferor") and WGN Acquisition LLC ("WGN" or the "Transferee"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request the Federal Communications Commission ("FCC" or the "Commission") to authorize the transfer of control of National Grid Wireless Holdings, Inc. ("National Grid Wireless"), the parent company of National Grid Communications, Inc. ("Grid Com).

I. OVERVIEW

Transferor and Transferee (collectively, "Applicants") file this Application in connection with the planned acquisition by WGN of National Grid Wireless, parent

company of Grid Com. WGN is a private Delaware limited liability company. WGN was formed by Wachovia Capital Partners 2007, LLC (“Wachovia Capital Partners”), a North Carolina limited liability company, and M/C Venture Partners VI, L.P. (“M/C Venture Partners”), a Delaware limited partnership, for the purpose of acquiring National Grid Wireless, which is currently a wholly owned subsidiary of National Grid USA.¹

National Grid USA is a Delaware corporation and is a wholly-owned indirect subsidiary of National Grid plc, a public limited company incorporated under the laws of England and Wales. In the United States, subsidiaries of National Grid USA transmit and distribute electricity to nearly 3.4 million customers in Massachusetts, New Hampshire, New York, and Rhode Island and distribute natural gas to approximately 569,000 customers in New York.

Grid Com is a private Massachusetts corporation wholly owned by National Grid Wireless. In addition to Grid Com’s primary business involving the ownership and leasing of cellular communications towers in the United States, Grid Com provides fiber backhaul service to wireless communications service providers in Massachusetts. Grid Com also provides fiber backhaul to wireless communications service providers in conjunction with its Distributed Antenna System (“DAS”) service in the Northeastern United States.

Upon Closing, National Grid Wireless will be wholly-owned by WGN.² The transaction, which is described in Section II below, will be transparent to the customers of National Grid Wireless subsidiary Grid Com.

¹ Prior to or at Closing, WGN will assume a new name.

² Within ninety (“90”) days of Closing, National Grid Wireless and Grid Com, will assume new names.

Prior to the Closing, Grid Com will transfer the customer contracts and transmission tower license agreements constituting its transmission tower attachment business to a subsidiary of National Grid USA. Other than the retention of the transmission tower attachment business by National Grid USA, the transfer of the equity of National Grid Wireless from National Grid USA to WGN will have no immediate impact on Grid Com, the direct subsidiary of National Grid Wireless

For the reasons set forth in Section II below, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commissions Rules, 47 C.F.R. § 63.03(b)(2)(i).

II. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in response to the requirements in Section 63.04(a)(1)-(12) of the Commission's rules, 47 C.F.R. § 63.04(a)(1)-(12).

Section 63.04(a)(1) – Name, address and telephone number of each Applicant:

Transferor:

National Grid USA
25 Research Drive
Westborough, MA 01582
Attention: John G. Cochrane
Phone: (508) 389-2174

National Grid Wireless Holdings, Inc.
80 Central Street
Boxborough, MA 01719
Attention: Douglas C. Weist
Phone: (508) 389-3250

Transferee:

WGN Acquisition LLC

c/o Wachovia Capital Partners
301 South College Street
12th Floor, NC0732
Charlotte, NC 28288-0732
Attention: Walker C. Simmons
Phone: (704) 383-4991

Section 63.04(a)(2) – Jurisdiction of Organizations:

Transferor:

National Grid USA is a Delaware corporation.

National Grid Wireless is currently a Massachusetts corporation.³

Grid Com is currently a Massachusetts corporation.⁴

Transferee:

WGN is a private Delaware limited liability company.

Section 63.04(a)(3) – Correspondence concerning this application should be sent to:

Transferor

National Grid USA

Gregory A. Hale
Deputy General Counsel
National Grid USA
25 Research Drive
Westborough, MA 01582
Phone: (508) 389-3187
Fax: (508) 389-3518
gregory.hale@us.ngrid.com

Transferee

WGN Acquisition LLC

H. Bryan Ives III

³ National Grid Wireless, and each of its subsidiaries including Grid Com, will be converted to Delaware limited liability companies prior to Closing. WGN will then acquire the limited liability company membership interest of National Grid Wireless contingent upon receipt of required regulatory approvals.

⁴ Id.

Alston & Bird LLP
Bank of America Plaza
Suite 4000
101 South Tryon Street
Charlotte, NC 28280-4000
Phone: (704) 444-1002
Fax: (704) 444-1111
bives@alston.com

**Section 63.04(a)(4) – Name, address, citizenship, principal place of business
and ownership interest of owners of ten percent or more of
each of the Applicants:**

Transferor:

The following entity owns 10% or more of National Grid Wireless Holdings, Inc.:

Name: National Grid USA
Address: 25 Research Drive
Westborough, MA 01582
Citizenship: U.S.
Principal business: Ownership of electric and gas utilities in the United States.
Ownership interest: National Grid USA owns 100% of the equity of National Grid Wireless Holdings, Inc.

The following entity owns 10% or more of National Grid USA:

Name: National Grid Holdings Inc.
Address: 25 Research Drive
Westborough, MA 01582
Citizenship: U.S.
Principle business: Holding company
Ownership interest: National Grid Holdings Inc. owns 100% of the equity in National Grid USA.

The following entity owns 10% or more of National Grid Holdings Inc.:

Name: National Grid (US) Partner 1 Ltd.
Address: 1-3 Strand
London WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principle business: Holding company
Ownership interest: National Grid (US) Partner 1 Ltd. owns 100% of National Grid Holdings Inc.

The following entity owns 10% or more of National Grid (US) Partner 1 Ltd.:

Name: National Grid (US) Investments 4
Address: 1-3 Strand

London WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Holding company
Ownership interest: National Grid (US) Investments 4 owns 99% of the equity in National Grid (US) Partner 1 Ltd.

The following entity owns 10% or more of national Grid (US) Investments 4:

Name: National Grid (US) Holdings Ltd.
Address: 1-3 Strand
London WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Holding company
Ownership interest: National Grid (US) Holdings Ltd. Owns 100% of the equity in National Grid (US) Investments 4.

The following entity owns 10% or more of National Grid (US) Holdings Ltd.:

Name: National Grid plc
Address: 1-3 Strand
London, WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Ownership of subsidiaries providing transmission and distribution of electricity and natural gas in the United Kingdom and the United States.
Ownership interest: National Grid plc owns 100% of the equity in National Grid (US) Holdings Ltd.

There are no entities and/or persons who own or control, directly or indirectly, 10% or more of the equity in National Grid plc.

The following entity owns 10% or more of Grid Com:

Name: National Grid Wireless Holdings, Inc.
Address: 80 Central Street
Boxborough, MA 01719
Citizenship: U.S.
Principal business: Holding company
Ownership interest: National Grid Wireless Holdings, Inc. owns 100% of the equity of Grid Com.

Transferee:

The following entity owns 10% or more of WGN:

Name: Wachovia Capital Partners 2007, LLC
Address: 301 South College Street
12th Floor, NC0732

Charlotte, NC 28288-0732

Citizenship: U.S.

Principal business: Holding company

Ownership Interest: At Closing, Wachovia Capital Partners will own 48% of the equity of WGN.

The following entity owns 10% or more of WGN

Name: M/C Venture Partners VI, L.P.

Address: 75 State Street
Suite 2500
Boston, MA 02109

Citizenship: U.S.

Principal business: Holding company

Ownership Interest: At Closing, M/C Venture Partners will own 48% of the equity of WGN.

Section 63.04(a)(5) – Certification that no party to the application is subject to denial of Federal benefits pursuant to Section 5301 of the Drug Abuse Act of 1988, 21 U.S.C. § 854(a):

Applicants certify that they are not subject to denial of Federal benefits pursuant to Section 5031 of the Drug Abuse Act of 1988, 21 U.S.C. § 854(a).

Section 63.04(a)(6) – Description of the transaction:

Pursuant to the Purchase Agreement dated April 27, 2007, between WGN, National Grid USA, and National Grid Wireless, immediately before Closing, National Grid USA will contribute the stock of National Grid Wireless to a wholly owned subsidiary of National Grid USA, and National Grid Wireless and each of its subsidiaries will be converted to Delaware limited liability companies. WGN will then acquire all of the limited liability company membership interests of National Grid Wireless. The parties seek to close before July 31, 2007, subject to receipt of required regulatory approvals.

Each of National Grid Wireless and Grid Com, is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Massachusetts. As of the Closing date of the transaction, each of National Grid Wireless and Grid Com will become a limited liability company duly organized, validly existing and in good standing under the laws of the State of Delaware. Diagrams showing the current ownership of National Grid Wireless and its wholly owned subsidiary Grid Com, and the ownership structure after the transfer is completed are provided in Exhibit A.

Section 63.04(a)(7) – Description of geographic areas in which the Transferor and the Transferee (and their affiliates) offer domestic telecommunications services and what services are provided in each case:

Transferor:

National Grid USA does not provide domestic telecommunications services.

National Grid Wireless does not provide domestic telecommunications services.

Using its network and leased facilities, Grid Com provides tower (cell site backhaul) service to wireless communications service providers in Massachusetts.⁵ Grid Com also provides fiber backhaul in conjunction with its Distributed Antenna System (“DAS”) service to wireless communications service providers in the Northeast. Grid Com currently has authority to provide telecommunications services in the Commonwealth of Massachusetts, the States of Connecticut, Maryland, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, and Vermont, and the District of Columbia.

Transferee:

⁵ As previously noted, National Grid USA will retain Grid Com’s transmission tower business.

WGN was formed by Wachovia Capital Partners 2007, LLC, a North Carolina limited liability company, and M/C Venture Partners VI, L.P., a Delaware limited partnership, for the purpose of acquiring National Grid Wireless. WGN does not provide domestic telecommunications services.

Section 63.04(a)(8) – Statement as to how this application fits into the streamlined category:

The Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. §63.03(b)(2)(i), because, immediately following the transaction: (1) the Applicants and their affiliates (as defined in Section 2(1) of the Communications Act ("Affiliates") combined, will hold less than ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Applicants or their Affiliates provide U.S. local exchange services or exchange access services (if at all), those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither of the Applicants nor their Affiliates is dominant with respect to any telecommunications services.

Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:

There are no other Commission applications related to this transaction.

Section 63.04(a)(10) – Statement of whether Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants seek no such special consideration.

Section 63.04(a)(11) – Identification of any separately filed waiver requests sought in conjunction with this transaction:

Applicants have filed no separate waiver requests in conjunction with this Transaction.

Section 63.04(a)(12) – Statement showing how a grant of the application will serve the public interest, convenience and necessity:

The Applicants believe that the grant of this application will serve the public interest, convenience, and necessity. The proposed transaction will not impact services or operations of National Grid Wireless subsidiary Grid Com and will be generally transparent and seamless to customers.

III. CONCLUSION

For the foregoing reasons, Applicants request that the Commission promptly grant this application for the transfer of National Grid Wireless and its wholly owned subsidiary Grid Com.

Dated: May 29, 2007

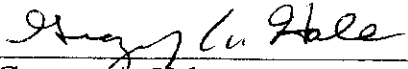
Respectfully submitted,

[SIGNATURE PAGES FOLLOW]

SIGNATURE PAGE

National Grid USA

By:



Gregory A. Hale
Deputy General Counsel

WGN Acquisition LLC

By:

H. Bryan Ives III
Alston & Bird LLP

SIGNATURE PAGE

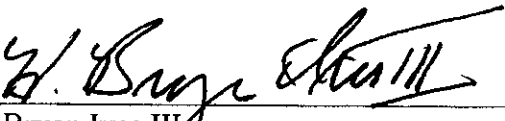
National Grid USA

By:

Gregory A. Hale
Deputy General Counsel

WGN Acquisition LLC

By:

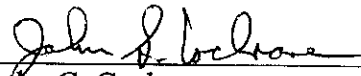


H. Bryan Ives III
Alston & Bird LLP

NATIONAL GRID USA DECLARATION

I, John G. Cochrane, Executive Vice President, certify that the information in the foregoing Application as it pertains to National Grid USA and its subsidiaries, National Grid Wireless and Grid Com, as related to this transaction, are true and accurate to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 18th day of May 2007.



John G. Cochrane

WGN DECLARATION

I, Walker C. Simmons, Chief Executive Officer, certify that the information in the foregoing Application as it pertains to WGN is true and accurate to the best of my knowledge and belief.

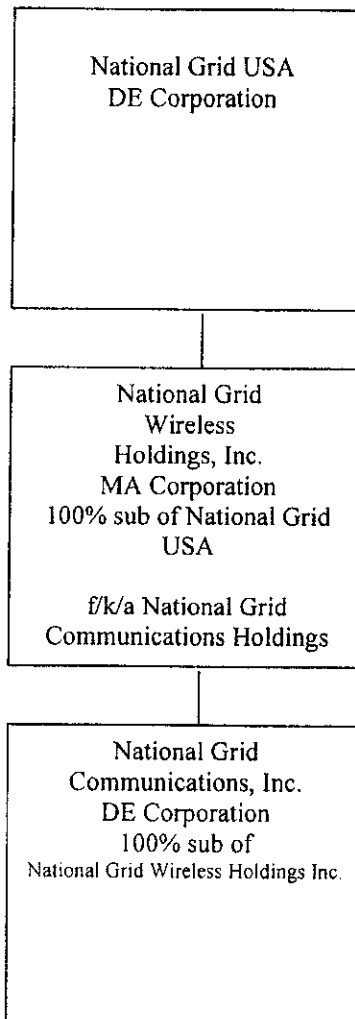
I declare under penalty of perjury that the foregoing is true and correct. Executed this 23 day of May 2007.

A handwritten signature in cursive script, appearing to read "Walker C. Simmons", is written above a horizontal line.

Walker C. Simmons

EXHIBIT A

Structure before the Transaction



Structure after the Transaction

